

313 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, GA 30334
(404) 656-2817
sos.georgia.gov/corporations

SECRETARY OF STATE
CORPORATIONS DIVISION

APPLICATION TO AMEND A STATE FRANCHISE

Personally appeared before me the undersigned being duly sworn according to law, and swears to the facts contained in this application. Pursuant to O.C.G.A. § 36-76-5, as amended, the undersigned hereby applies to amend a state franchise.

1. The name of the certificate holder is:
Vyve Broadband J, LLC (formerly known as BCI James Cable, LLC) (attached hereto is Certificate of Name Change)

2. The license number of the certificate holder is:
VF13-0002 (issued to BCI James Cable, LLC on June 28, 2013)

3. Statement of Amendment(s):

 a. Change in Service Area:

Pursuant to O.C.G.A. 76-36-5 (4)(d), a cable service provider or video service provider may modify its service area covered by the state franchise by notifying the Secretary of State of changes to the service area, with a copy provided to each affected municipal or county governing authority, **at least 20 days** prior to the effective date of such change. Such notification shall contain a geographic description of the new service area or areas and a list of each municipal or county governing authority within the service area. The service areas are described below and/or on an attached 8.5" x 11" map labeled as "Exhibit A."

This service area change is effective on _____
(MM/DD/YYYY)

Change in Service Area Description:

[illegible]

✓ b. Change in Principal Place of Business Address and/or Officer(s):

The principal place of business of the certificate holder is:

Vyve Broadband J, LLC, Four International Drive, Suite 330, Rye Brook, NY 10573

The principal executive officer(s) of the certificate holder are: *(Attach additional sheet if necessary.)*

<i>Name</i>	<i>Title</i>	<i>Address</i>
Jeffrey DeMond	President & Chief Executive Officer	Four International Drive, Suite 330 Rye Brook, NY 10573
Andrew Kober	Executive VP, CFO & Asst. Secretary	Four International Drive, Suite 330 Rye Brook, NY 10573
Marie Censoplano	Senior VP, General Counsel & Secretary	Four International Drive, Suite 330 Rye Brook, NY 10573
Margot Bright	Senior VP & Treasurer	Four International Drive, Suite 330 Rye Brook, NY 10573
Dennis Davies	Senior VP - Engineering & Chief Technology Officer	Four International Drive, Suite 330 Rye Brook, NY 10573
John Gibbs	Senior VP - Business Services	Four International Drive, Suite 330 Rye Brook, NY 10573
Vin Zachariah	Senior VP - Residential Services	Four International Drive, Suite 330 Rye Brook, NY 10573
Diane Quennoz	Senior VP - Marketing & Customer Experience	Four International Drive, Suite 330 Rye Brook, NY 10573
Daniel White	Senior VP - Financial Planning	Four International Drive, Suite 330 Rye Brook, NY 10573
Angela Conklin	Senior VP - Human Resources	Four International Drive, Suite 330 Rye Brook, NY 10573

- The certificate holder certifies that a copy of this application has been provided to each affected municipal or county governing authority at least 20 days prior to the effective date of the change.
- The certificate holder agrees to comply will all applicable federal and state laws and regulations, including municipal and county ordinances and regulations regarding the placement and maintenance of facilities in the public right of way that are generally applicable to all users of the public right of way and specifically including O.C.G.A. Chapter 9 of Title 25, the 'Georgia Utility Facility Protection Act.'
- The certificate holder agrees to pay to each affected local governing authority a franchise fee established by such local governing authority which shall not exceed the maximum percentage rate permitted in 47 U.S.C. Section 542(b) of the applicant's gross revenues received from the provision of cable service or video service to subscribers located within the service area. Such franchise fee shall be paid directly to each affected local governing authority within 30 days after the last day of each calendar quarter.

Submitted this 14th day of October, 20 14.

Marie Censoplano

Signature of Officer/General Partner

Marie Censoplano

Print Name

Senior VP, General Counsel & Secretary

Title

Four International Drive, Suite 330 Rye Brook, NY 10573

Address

(914) 234-8313

Telephone Number

State of

Oklahoma

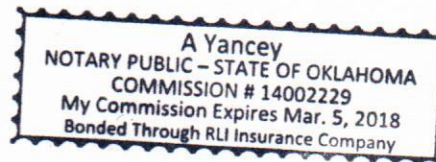
County of

Pottawatomie

Sworn to and subscribed before me this 21st day of October, 20 14.

A Yancey
Notary Public Signature

My Commission expires: 3/5/2018



STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF NAME CHANGE

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

BCI JAMES CABLE, LLC

Name Changed To

VYVE BROADBAND J, LLC

is hereby issued a CERTIFICATE OF NAME CHANGE under the laws of the State of Georgia on January 07, 2014 by the filing of all documents in the Office of the Secretary of State and by the paying of all fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on January 08, 2014



B: P. Kemp

Brian P. Kemp
Secretary of State



CORPORATIONS DIVISION
237 Coliseum Drive
Macon, GA 31217-3858
(404) 656-2817

Brian P. Kemp
Secretary Of State

**Application for Amended
Certificate of Authority of a
Foreign Entity**

Form CD 518

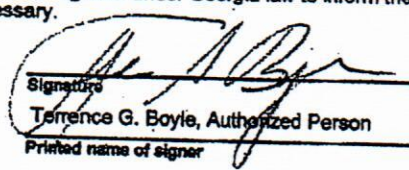
An amended certificate of authority must be obtained only if a foreign entity changes its name or its jurisdiction of organization. Complete (where applicable) and return this form with a check payable to "Secretary of State" in the amount of \$20.00. Entity must be in "Active Compliance" status in order to use this form.

1. Entity Name BCI James Cable, LLC
2. Entity Control No. 13411480
3. State/County of Jurisdiction Delaware
4. Date of Authorization in Georgia May 9, 2013
5. Please indicate Entity Type (Check One Box Only)
- ☐ Corporation (Corporation Must Provide Certificate of Existence from Home State with New Name)
- ☒ Limited Liability Company
- ☐ Limited Partnership
- ☐ Limited Liability Partnership

6. The name by which the entity will hereafter be known is:
Vyve Broadband J, LLC

7. New Jurisdiction: _____

ATTENTION: If any other information required in the original application for certificate of authority has changed, the entity has an obligation under Georgia law to inform the Secretary of State of said changes. Attach additional pages if necessary.

Signed By: 
Signature
Terrence G. Boyle, Authorized Person
Printed name of signer

Title of Person signing above (Check one only)

- ☐ Corporation Officer, Receiver or Trustee
- ☒ LLC Member, Manager, Receiver or Trustee
- ☐ LP General Partner, Receiver or Trustee
- ☐ LLP General Partner, Receiver or Trustee
- ☐ Attorney in fact

Email Address terrenceboyle@paulhastings.com

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CORPORATIONS DIVISION
SECRETARY OF STATE

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BCI JAMES CABLE, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VYVE BROADBAND J, LLC", THE SIXTH DAY OF JANUARY, A.D. 2014, AT 1:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VYVE BROADBAND J, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2013.



5307638 8320

140016571

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1037210

DATE: 01-07-14